

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS THAT **Creamery Associates Limited Partnership** c/o Hampshire Development Corp., 26 South Prospect Street, Amherst, MA , for consideration paid and in full consideration of **FOUR HUNDRED SIXTY-NINE THOUSAND AND NO/100 (\$469,000.00) DOLLARS**

grant to **150 Fearing Street LLC** of 150 Fearing Street, Amherst, MA with **warranty covenants**

The land in Amherst, Hampshire County, Massachusetts, with the buildings thereon, situate on the corner of Fearing Street and Sunset Avenue and bounded and described as follows, namely:

Beginning at the intersection of said Fearing Street and said Sunset Avenue, and running thence Southerly along said Sunset Avenue two hundred and eighty-one (281) feet to an iron pin at land now or formerly of Harry B. Hess; thence Easterly along said land now or formerly of Hess one hundred ninety-nine and seven tenths (199.7) feet to an iron pin; thence continuing in the same direction along land now or formerly of J. A. Foord sixteen and five tenths (16.5) feet to an iron pin; thence Northerly along land now or formerly of Warren R. Brown two hundred eighty-two and five tenths (282.5) feet to an iron pin and said Fearing Street; thence Westerly along said Fearing Street one hundred ninety-nine and seven tenths (199.7) feet to the place of beginning.

Being the same premises conveyed to the grantor herein by deed dated October 22, 1985 and recorded with the Hampshire County Registry of Deeds in Book 2664, Page 81.

DEEDS REG 13
HAMPSHIRE

03/03/97

CANCELLED

TAX 2136.64
FICK 2136.64

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EXCISE TAX

Property Address: 150 FEARING STREET, Amherst

Executed as a sealed instrument this ^{As to} 15th day of January, 1997.

**Creamery Associates Limited Partnership
By: Hampshire Development Corporation**

William V. Gillen
William V. Gillen, President
John Kuhn
John Kuhn, Treasurer
Thomas K. Beggs
Thomas K. Beggs, Individual General Partner
-T3

COMMONWEALTH OF MASSACHUSETTS

Hampden, ss.

March 3
January , 1997

Then personally appeared the above named William V. Gillen, President and John Kuhn, Treasurer acknowledged the foregoing instrument to be free act and deed before me,
their

Michael P. Ryan

Notary Public
My Commission Expires:

STATE OF UTAH

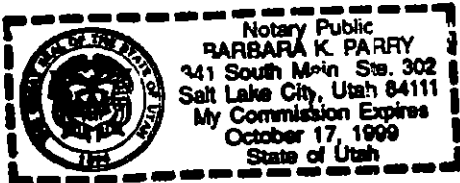
Salt Lake County

January 15, 1997

Then personally appeared the above named Thomas K. Beggs, Individual General Partner of Hampshire Development Corporation and acknowledged the foregoing instrument to be his free act and deed before me,

Barbara K. Parry

Notary Public
My Commission Expires:
Seal



FILED

DEC 11 1996

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

CERTIFICATE OF ORGANIZATION FOR

150 FEARING STREET, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

1. Name. The name of the Company shall be "150 Fearing Street, LLC"
2. Date of Dissolution. The LLC has no specific date of dissolution.
3. Business of the LLC. The purposes for which the Company are formed are as follows:
(a) to acquire, hold, own, improve, develop, lease, manage, subdivide, and otherwise deal with the real property and improvements thereon, to be acquired by the Company located in Amherst, Hampshire County, Massachusetts; (b) to have and exercise all powers now or hereafter conferred by the laws of the State of Massachusetts limited liability companies formed pursuant to the Massachusetts Limited Liability Company Act; and (c) to do any and all the things necessary, convenient or incidental to the achievement of the foregoing.
4. Business Address. The address of the principal office of the Company is 401 Main Street, Amherst, Massachusetts 01002.
5. Resident Agent. The name and address of the resident agent of the LLC for service of process is William V. Gillen, 401 Main Street, Amherst, Massachusetts, 01002.
6. Managers. The Manager of the LLC is William V. Gillen.
7. Execution of Documents. William V. Gillen is authorized to execute documents to be filed with the Secretary of State.
8. Authority to Convey Title. The Members of the LLC, Robert A. Aquadro, Richard C. Aquadro and William V. Gillen are authorized to execute, acknowledge, deliver and record any recordable instrument purporting to effect an interest of real estate of the LLC under Section 66 of the Act.

In witness whereof the undersigned has executed this Certificate of Organization as of December 9, 1996.



William V. Gillen, Member/Manager

150 Fearing Street, LLC

Certification pursuant to M.G. L. c. 156C, §67

I, Robert A. Aquadro, a Member of 150 Fearing Street, LLC and I, William V. Gillen, a Member/Manager of 150 Fearing Street, LLC, hereby certify that the Certificate of Organization and Operating Agreement for 150 Fearing Street, LLC have not been altered, amended or revoked.

We further certify as to the incumbency and authority of Robert A. Aquadro, Richard C. Aquadro and William V. Gillen to execute an Action by Written Consent of Members in Lieu of Actual Meeting, dated as of February 28, 1997, whereby Robert A. Aquadro and William V. Gillen are authorized to act for 150 Fearing Street, LLC with respect to recordable instruments purporting to affect an interest in real property as provided in section 66 of M.G.L. c. 156C, including without limitation, any deed, lease, notice of lease, mortgage, discharge or release of mortgage, assignment of mortgage, easement or certificate of fact, executed in the name of 150 Fearing Street, LLC.

WITNESS the execution hereof, under seal, as of the 3rd day of March, 1997.

Michael P. Ryan
witness

Robert A. Aquadro
Robert A. Aquadro, Member

Michael P. Ryan
witness

William V. Gillen
William V. Gillen, Member

THE COMMONWEALTH OF MASSACHUSETTS

Hampden, ss.

March 3, 1997

Then personally appeared the above named Robert A. Aquadro and William V. Gillen, Members of 150 Fearing Street, LLC and acknowledged the foregoing instrument to be their free act and deed and the free act and deed of 150 Fearing Street, LLC, before me,

Michael P. Ryan

Notary Public Michael P. Ryan
My Commission Expires: Nov. 12, 1999

ATTEST: HAMPSHIRE, Marianne L. Donohue, REGISTER
MARIANNE L. DONOHUE